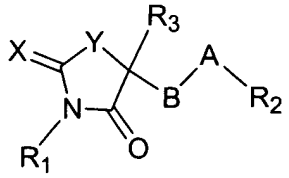
1. (original) A composition comprising a compound of the formula



or pharmaceutically acceptable salts thereof together with a pharmaceutically acceptable carrier, excipient, or diluent, wherein

A is aryl or heteroaryl;

B is C_1-C_6 alkyl or C_2-C_6 alkenyl;

X is sulfur, oxygen, $=CR_4R_5$, $=NR_4$, $=NC(O)R_4$, or $=NSO_2R_4$,

Y is sulfur, oxygen, $-C(R_4)(R_5)-$, $-N(R_4)-$, $-NC(O)(R_4)-$, $-NSO_2(R_4)-$, $-S(O)_2-$, or $-S(O)-$;

R_1 is -H, $-NH_2$, C_1-C_6 alkyl, C_1-C_2 alkenyl, C_1-C_6 alkyl-S-C_1-C_6 alkyl, C_0-C_6 alky-aryl, C_0-C_6 alkyl-$C(O)OR_6$, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl, $-NH-SO_2$-aryl, $-C_0$-C_6 alkyl-$C(O)NR_6R_7$, $-C_0$-C_6 alkyl-$C(S)NR_6R_7$, C_0-C_6 alky-heteroaryl-aryl, -NHC(O)-aryl, C_0-C_6 alkyl-C(O)NH-C_0-C_6 alkyl-C(O)-O-R_6, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-aryl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-carbocyclyl, $-SO_2$-R_6, C(O)-R_6 or -C(O)-OR_6, wherein each one of the alkyl, aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R_5;

R_2 is -H, halogen, C_1-C_6 alkyl, C_0-C_6 alky-aryl, $-NO_2$, C_0-C_6 alkyl-C(O)-OR_6, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl, $-N(R_6)-C(O)NR_6R_7$, $-NHSO_2$-aryl, C_0-C_6 alky-heteroaryl-aryl or -C(O)-R_6, wherein each one of the aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R_4;

R_3 is -H, C_1-C_6 alkyl or C_2-C_6 alkenyl; or

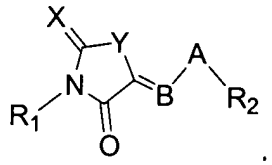
R_3 and B together with the carbon atom to which they are attached form an alkenyl or a spirocyclic ring;

R_4 is halogen, oxo, -C(O)-OR_6, $-NO_2$, C_1-C_6 alkyl optionally substituted with halo, $-C_1$-C_6 alkoxy optionally substituted with halo, $-CH_3$, $-SO_2NH_2$ or -C(O)-OR_6;

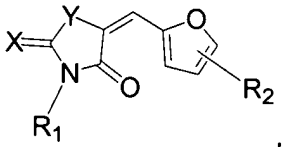
R_5 is halogen, oxo, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_0-C_6 alkyl-aryl, $-NO_2$, di(C_1-C_6 alkyl)amino, $-CF_3$, -OH, $-SO_2NH_2$ or -C(O)-OR_6; and

R_6 and R_7 are independently -H, halogen, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, aryl, di(C_1-C_6 alkyl)amino, -CF_3, -OH or -C(O)-OR_6.

2. (original) The composition according to claim 1 wherein the compound is of the formula



3. (original) The composition according to claim 2 wherein the compound is of the formula

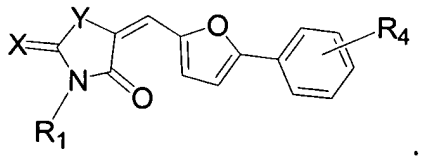


4. (original) The composition according to claim 3 wherein R_1 is -H, C_1-C_6 alkyl, C_1-C_2 alkenyl, C_0-C_6 alky-aryl, C_0-C_6 alkyl-C(O)OR_6, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl or C_0-C_6 alky-heteroaryl-aryl, and R_2 is -H, halogen, C_1-C_6 alkyl, C_0-C_6 alky-aryl.

5. (original) The composition according to claim 4 wherein R_1 is -H, C_1-C_6 alkyl, C_1-C_2 alkenyl, C_0-C_6 alky-aryl, or C_0-C_6 alkyl-C(O)OR_6 and R_2 is C_0-C_6 alky-aryl.

6. (original) The composition according to claim 5 wherein R_1 is -H, allyl, phenyl or benzyl and R_2 is phenyl.

7. (original) The composition according to claim 3 wherein the compound is of the formula

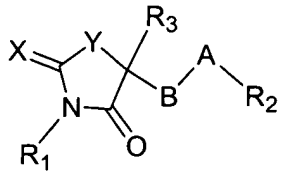


8. (original) The composition according to claim 7 wherein R_1 is -H, C_1-C_6 alkyl, C_1-C_2 alkenyl, C_0-C_6 alky-aryl, C_0-C_6 alkyl-C(O)OR_6, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl or C_0-C_6 alky-heteroaryl-aryl, and R_4 is halogen, oxo, -NO_2, C_1-C_6 alkyl, -C_1-C_6 alkoxy, -CF_3, -SO_2NH_2, or -C(O)-OR_6.

9. (original) The composition according to claim 8 wherein R_1 is -H, C_1-C_6 alkyl, C_1-C_2 alkenyl, C_0-C_6 alky-aryl, or C_0-C_6 alkyl-C(O)OR_6, and R_4 is halogen, -NO_2, C_1-C_6 alkyl, -C_1-C_6 alkoxy, -CF_3, -SO_2NH_2, or -C(O)-OR_6.

10. (original) The composition according to claim 9 wherein R_1 is -H, allyl, phenyl or benzyl and R_4 is chloro, bromo, fluoro, -NO_2, -OCH_3, -CF_3 or -C(O)-OH.

11. (original) A compound of the formula



or pharmaceutically acceptable salts thereof together with a pharmaceutically acceptable carrier, excipient, or diluent, wherein

A is aryl or heteroaryl;

B is C_1-C_6 alkyl or C_2-C_6 alkenyl;

X is sulfur, oxygen, $=CR_4R_5$, $=NR_4$, $=NC(O)R_4$, or $=NSO_2R_4$,

Y is sulfur, oxygen, -$C(R_4)(R_5)$-, -$N(R_4)$-, -$NC(O)(R_4)$-, -$NSO_2(R_4)$-, -$S(O)_2$-, or –S(O)-;

R_1 is -H, -NH_2, C_1-C_6 alkyl, C_1-C_2 alkenyl, C_1-C_6 alkyl-S-C_1-C_6 alkyl, C_0-C_6 alky-aryl, C_0-C_6 alkyl-C(O)OR_6, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl, -NH-SO_2-aryl, -C_0-C_6 alkyl-C(O)NR_6R_7, -C_0-C_6 alkyl-C(S)NR_6R_7, C_0-C_6 alky-heteroaryl-aryl, -NHC(O)-aryl, C_0-C_6 alkyl-C(O)NH-C_0-C_6 alkyl-C(O)-O-R_6, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-aryl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-carbocyclyl, -SO_2-R_6, C(O)-R_6 or -C(O)-OR_6, wherein each one of the alkyl, aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R_5;

R_2 is -H, halogen, C_1-C_6 alkyl, C_0-C_6 alky-aryl, -NO_2, C_0-C_6 alkyl-C(O)-OR_6, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl, -$N(R_6)$-C(O)NR_6R_7, -$NHSO_2$-aryl, C_0-C_6 alky-heteroaryl-aryl or -C(O)-R_6, wherein each one of the aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R_4;

R_3 is -H, C_1-C_6 alkyl or C_2-C_6 alkenyl; or

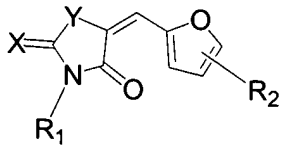
R_3 and B together with the carbon atom to which they are attached form an alkenyl or a spirocyclic ring;

R_4 is halogen, oxo, -C(O)OR_6, -NO_2, C_1-C_6 alkyl optionally substituted with halo, -C_1-C_6 alkoxy optionally substituted with halo, -CF_3, -SO_2NH_2 or -C(O)-OR_6;

R_5 is halogen, oxo, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_0-C_6 alkyl-aryl, -NO_2, di(C_1-C_6 alkyl)amino, -CF_3, -OH, -SO_2NH_2 or -C(O)-OR_6; and

R_6 and R_7 are independently -H, halogen, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, aryl, di(C_1-C_6 alkyl)amino, -CF_3, -OH or -C(O)-OR_6,

provided the compound is not a compound of the formula



X and Y are independently sulfur, oxygen, -CR_4R_5, -NR_4, -$NC(O)R_4$, -NSO_2R_4, -SO_2, or -SO;

R_1 is -H, -NH_2, C_1-C_6 alkyl, C_1-C_2 alkenyl, C_1-C_6 alkyl-S-C_1-C_6 alkyl, C_0-C_6 alky-aryl, C_0-C_6 alkyl-C(O)OR_6, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl, -NH-SO_2-aryl, -C_0-C_6 alkyl-C(O)NR_6R_7, -C_0-C_6 alkyl-C(S)NR_6R_7, C_0-C_6 alky-heteroaryl-aryl, -NHC(O)-aryl, C_0-C_6 alkyl-C(O)NH-C_0-C_6 alkyl-C(O)-O-R_6, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-aryl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-C(O)-NH-C_0-C_6 alkyl-carbocyclyl, -SO_2-R_6, C(O)-R_6, or -C(O)-OR_6, wherein each one of the alkyl, aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R_5;

R_2 is -H, halogen, C_1-C_6 alkyl, C_0-C_6 alky-aryl, -NO_2, C_0-C_6 alkyl-C(O)-OR_6, C_0-C_6 alkyl-heteroaryl, C_0-C_6 alkyl-heterocyclyl, C_0-C_6 alkyl-carbocyclyl, -N(R_6)-C(O)NR_6R_7, -$NHSO_2$-aryl, C_0-C_6 alky-heteroaryl-aryl, or -C(O)-R_6, wherein each one of the aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R_4;

R_4 is halogen, oxo, -C(O)OR_6, -NO_2, C_1-C_6 alkyl optionally substituted with halo, -C_1-C_6 alkoxy optionally substituted with halo, -CF_3, -SO_2NH_2, or -C(O)-OR_6;

R_5 is halogen, oxo, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_0-C_6 alkyl-aryl, -NO_2, di(C_1-C_6 alkyl)amino, -CF_3, -OH, -SO_2NH_2, or -C(O)-OR_6; and

R_6 and R_7 are independently -H, halogen, C_1-C_6 alkoxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, aryl, di(C_1-C_6 alkyl)amino, -CF_3, -OH, or -C(O)-OR_6.

12. (currently amended) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 1~~any one of claims 1-10 or a compound according to claim 11~~.

13. (original) The method according to claim 12 wherein the cell is from a mammal.

14. (original) The method according to claim 13 wherein the mammal is human.

15. (currently amended) A method of treating cell proliferative diseases or conditions comprising administering to a patient an effective amount of a composition according to claim 1~~any one of claims 1-10 or a compound according to claim 11~~.

16. (original) The method according to claim 15 wherein the cell proliferative diseases are cancers.

17. (original) The method according to claim 16 wherein the patient is human.

18. (new) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 2.

19. (new) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 3.

20. (new) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 7.